

THE ATLANTIC NATIONAL BANK OF JACKSONVILLE
West Bay Station
Jacksonville, Florida 32203

7004-B

RECORDATION NO. _____ Filed & Recorded

JAN 29 1974 -2 35 PM

October 15, 1973

INTERSTATE COMMERCE COMMISSION **TRANSFER AGREEMENT**

First National State Bank of New Jersey
550 Broad Street
Newark, New Jersey

The undersigned has recently acquired the used railroad equipment described in Annex I hereto (hereinafter called the Hulks) from Seaboard Coast Line Railroad Company (hereinafter called the Railroad) and desires to have such Hulks reconstructed. The undersigned hereby agrees with you as follows:

1. In order to cause the Hulks to be reconstructed and sold to us by you on conditional sale, the undersigned hereby assigns and transfers to you, without warranties as to title or workmanship, security title to the Hulks.

2. You will hold security title under and pursuant to the Reconstruction and Conditional Sale Agreement dated as of March 15, 1973 (hereinafter called the Agreement), among you, the Railroad and us and you will request that the Hulks be reconstructed, pursuant thereto in accordance with the specifications referred to in Schedule A thereto. In accordance with the Agreement the undersigned has caused the Hulks to be delivered to the Railroad on your behalf.

3. Upon completion of the reconstruction, the reconstructed Hulks will be delivered and conditionally sold by you to us in accordance with the Agreement.

4. If Hulks are excluded from the Agreement you shall reassign to us your interest in such Hulks, without warranty.

5. It is understood and agreed that this Agreement is being entered into solely to permit you to effectuate the foregoing and your interests in the Hulks, in present form or as reconstructed, is a security interest and that we shall at all times be the beneficial owner of the same.

**THE ATLANTIC NATIONAL BANK
OF JACKSONVILLE**

Vice President

by

by

Vice President

STATE OF FLORIDA

)

) ss.:

COUNTY OF DUVAL

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On this 26th day of *October* 1973, before me personally appeared *Theodore R. Grabe*, to me personally known, who, being by me duly sworn, says that he is a Vice President of The Atlantic National Bank of Jacksonville, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and each of whom acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Linda Sayles

 Notary Public

[NOTARIAL SEAL]

My Commission expires

ANNEX I

Description of Hulks

Fifty (50) used covered hopper cars

bearing SCL road numbers:

SCL 686102	SCL 686325	SCL 686617	SCL 686743	SCL 686937
686133	686340	686635	686750	686959
686135	686371	686648	686755	686990
686146	686392	686658	686794	687012
686161	686466	686666	686821	687025
686238	*686484	686672	686842	687032
686266	686496	686694	686851	687081
686268	686558	686704	686887	687107
686307	686562	686714	686904	687155
686310	686575	686727	686929	687263

ANNEX I (Continued)

Description of Hulks

Twenty-five (25) (25) used covered hopper cars

bearing SCL road numbers:

SCL 686108	SCL 686372	SCL 686773	SCL 687084	SCL 687182
686151	686512	686836	687137	687217
686181	686678	686871	687156	687219
686195	686760	686988	687172	687241
686326	686764	687019	687175	687284

ANNEX I (Continued)

Description of Hulks

Twenty-five (25) used covered hopper cars

bearing SCL road numbers:

SCL 686121	SCL 686277	SCL 686720	SCL 686923	SCL 687085
686128	686378	686726	686982	687093
686193	686487	686737	687008	687128
686200	686629	686741	687068	687189
686243	686689	686876	687080	687261

ANNEX I (Continued)

Description of Hulks

Twenty-five (25) used covered hopper cars

bearing SCL road numbers:

SCL 686160	SCL 686521	SCL 686709	SCL 686943	SCL 687180
686284	686534	686717	687037	687203
686352	686560	686723	687042	687204
686391	686596	686779	687096	687215
686478	686677	686931	687104	687243

ANNEX I (Continued)

Description of Hulks

Fifteen (15) used covered hopper cars
bearing SCL road numbers:

SCL 686164
686269
686430
686433
686474

SCL 686573
686631
686636
686683
686758

SCL 687111
687125
687134
687194
687196

ANNEX I (Continued)

Description of Hulks

Twenty-five (25) used covered hopper cars

bearing SCL road numbers:

686173	686370	686675	686783	687050
686226	686522	686696	686796	687184
686239	686523	686724	686825	687187
686318	686594	686748	686847	687295
686347	686618	686781	687030	687299